

Lucky Minerals Inc. Announces Shares For Debt Transaction

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[Lucky Minerals Inc.](#) (TSXV:LKY, OTC:LKMNF, FRA:LKY) ("Lucky" or the "Company") is subject to a failure-to-file cease trade order (the "FFCTO") issued by the British Columbia Securities Commission in March, 2025 for failure to file its annual financial statements, annual management's discussion and analysis, and certification of annual filings for its fiscal year ended October 31, 2024 (the "Filings"). The Filings were filed on October 2, 2025 and are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Upon the revocation of the FFCTO by the British Columbia Securities Commission, the Company intends to settle outstanding indebtedness. The Company has entered into shares for debt agreements with various creditors, including three persons who are directors and/or officers of the Company, to settle an aggregate of \$1,969,391.05 of debt through the issuance of 19,693,908 common shares of the Company at a deemed price of \$0.10 per common share (the "Transaction"). A portion of such aggregate outstanding indebtedness owed by the Company is \$1,600,293.33, which aggregate sum represents all principal and interest for convertible debentures.

Directors and officers of the Company, including Pan Ocean Consulting Ltd. (a private company owned by a director of the Company) will participate in the Transaction by converting approximately \$190,000 of their outstanding consulting fees, and officer and directors' fees, into approximately 1,900,000 Common Shares.

All securities issued pursuant to the Transaction will be subject to a four (4) month plus a day hold period from the date of issuance in accordance with applicable securities legislation and policies of the TSX Venture Exchange.

The proposed issuance of Common Shares to directors and officers of the Company pursuant to the Transaction will each be considered a "related party transaction" as defined in Multilateral Instrument 61-101 - Protection of Minority Security holders in Special Transactions ("MI 61-101"). The Company will rely upon exemptions from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 contained in sections 5.5(a) and 5.7(1)(a), respectively, with respect to the issuance of the Common Shares to the directors and officers.

The Transaction is subject to TSX Venture Exchange approval and the revocation of the FFCTO.

About Lucky Minerals Inc.

Lucky is an exploration and development company targeting large-scale mineral systems in proven districts with the potential to host world class deposits.

ON BEHALF OF THE BOARD

"Patrick Laforest"

President, CEO and Chief Operating Officer

Further information on Lucky can be found on the Company's website at www.luckyminerals.com and at www.sedarplus.ca, or by email at investors@luckyminerals.com or by telephone at (866) 924 6484.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the

policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statement Regarding Adjacent Properties and Forward-Looking Information

This news release contains forward-looking statements relating to the future operations of the Company and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the future plans and objectives of the Company are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Such factors include, but are not limited to: uncertainties related exploration and development; the ability to raise sufficient capital to fund exploration and development; changes in economic conditions or financial markets; increases in input costs; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological or operational difficulties or inability to obtain permits encountered in connection with exploration activities; and labor relations matters. This list is not exhaustive of the factors that may affect the Company's forward-looking information. Important factors that could cause actual results to differ materially from the Company's expectations also include risks detailed from time to time in the filings made by the Company with securities regulators.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will not update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities law.

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